Wiley,Rein & Fielding

1776 **K** Street, N.W. Washington, D.C. 20006 **(202)** '719-7000

Writer's Direct Dial

(202) 7 19-7534

September 21, 1999

Fax: **(202)** 719-7049 www.wrf.com

Federal Communications Commission 1270 Fairfield Road Gettysburg, PA 173257245

Re: FCC Form 602 for TeleCorp Holding Corp. Inc.

Dear Sir or Madam:

Enclosed for filing please find an original of an FCC Form 602 providing ownership information for TeleCorp Holding Corp., Inc.

Please stamp the enclosed duplicate copy as received and return it for our records in the attached envelope.

Please direct any questions or correspondence concerning this filing to the undersigned.

Respectfully submitted,

Nicole M. McGinnis

Enclosures

(WED) 09. 15' 99 12: 24

/NO. 3561094939 P 2

'FCC 602 Main Form -

FCC Ownership Disclosure Information for the Wireless Telecommunications Service8

Approved by OMB 3060 - 0799 See instructions for public burden estimate

) First Name (if individual):	MI;	LastNa	ne:			Suffbc
) Applicant Name (if entity):		:		3) Applicant TIN	:	
Maladama Haldina Gama Inc		i				
TeleCorp Holding Corp., Inc.		+		6	illa.ee	
elated FCC Regulated Businesses of Applicant/Lice	nsee			1		1
4a) Name and address of all FCC Regulated Businesses owned by Applicant/Lloensee (use additional sheets, if necessary):	Pr	4b) Incipal Bus	iness:	4c Til) N;	4d) Parcent of Interest Held:
None					,	
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	-		_			
griature Typed or Printed Name of Party Authorized to Sign						
irst Name:	MI:	Last Name				Suffixe
Thomas	H.	Sull	van 18192	121=		
Nice President and Chief Financ	ial of			4		M
	IAI UL		GBS COM	*** - 6		**
Signature:		11.01.00	GETY COC		Date:	
initure To Sign This Application May Result In Dismissel Of The Applicat	ion And Forfei	ture Of Arty	ones Paid TE	La Prince		
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/NO. 3561094998 P 3

FCC 602 Schedule A

PCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0790 See Instructions for publik: burden estimate

Disclosable Interest Holder Information (co	mplete as ma	any as re	quired to describe all d	lisclosable interest holders)	
1) Disclosable Interest Holder's First Name (if indiv	fduai):	M1:	LastName:		Suffix:
Gerald		T.	Vent0		
2) Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holder's	IIN;
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Discloseble Interest Holder's Address:				The second	
1010 N. Glebe Road, Ste 8	300, Arl	ingto:	n, VA 22201		
5) Type of Interest in Applicant () (refer to Instructions for list)			lolder is a(n); () for list of codes);	7) Percent of Interest Held in Ap	oplicant:
O, R, K, D	I			See Exhibit A,-1	•
 B) Disclosable interest Holder's Type of Ownership (refer to Instructions for list); 	•		9) Disclosable Interest	Holder's Country of Citizenship	
S - See Exhibit A-I			USA		
10) Relationship Description (IT the discloseable into See Exhibit A-1 Related FCC Regulated Businesses of Disc				<u> </u>	H
IIa) Name and address of all FCC Regulated Busin owned by Disclosable Interest Hddw listed in # additional sheets, if necessary):	esses		11b) incipal Business:	11c) TIN:	11d) Percent of Interest Held:
Bee Exhibit A-2					
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FCC 602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule fur Disclosable Interest Holders

Approved by OMB 3060 - 0799 See instructions for public burden estimate

isclosable Interest Holder Information	(complete as		quired to describe all	disc <u>losable Interest</u> holders)	
1) Disclosable Interest Holder's First Name (If In	idlydual):	MI:	LastName:		Suffix
Thomas	`	H	Sullivan		
2) Disclosable Interest Holder's Name (If entity)	*	•		3) Disclosable Interest Holder's	ΠN:
4) Disclosable Interest Holder's Address:					
1 010 N. Glebe Road, Ste					
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosa (refer to	able interest h instructions i	Holder is a(n): () for list of codes):	7) Percant of Interest Held In A	iplicant:
O, R, K, D	I			See Exhibit A-1	
Disclosable Interest Holder's Type of Owners (refer to instructions for list):	hip		9) Disclosable interest	Holder's Country of Citizenship:	
			1103		
S - See Exhibit A-l O]RelationshipDescription (if the discloseable to See Exhibit A-l.	nterest holder is	an indirect o v	USA wner, list path of ownership	p fmm indirect owner to the applicant	Ħ
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elated FCC Regulated Businesses of Disc	losable Ini	terest	Holders (repeat for eac	h Interest holder identified)	
11a) Name and address of all FCC Regulated Bu owned by Disclosable Interest Holder listed I additional sheets, if necessary):	\ sinesses		IIb) fincipal Business:	11c) TIN:	11d) Percent of Interest Held;
See Exhibit A-3					
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/NO. 3561094939 P 5

. FCC 602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3080 - 0799 See Instructions for public burden estimate

Disclosable Interest Holder Information (com	nplete as ma	any as re	quired to describe all di	sclosable interest holders)	1
1) Disclosable Interest Holder's First Name (If Individ	lual):	MI:	LastName:		Suffix
Disclosable Interest Holder's Name (If entity):			•	3)Disclosable Interest Holder's	TIN:
Hoak Communications Partne	ers, L.P	٠.		Unavailable*	
4) Disclosable Interest Holder's Address:					
	_				
c/o TeleCorp 1010 N. Gleb					
6) Type of Interest in Applicant ()			older is a(n): ()	7) Percent of Interest Held In A	pplicant
(refer to Instructions for list)	(refer to inst	ructions to	r list of codes):		
	_				1
D, R	L			See Exhibit A-l	I
6) Disclosable Interest Holder's Type of Ownership			9) Disclosable Interest He	older's Cwntry of Citizenship:	
(refer to instructions for list):					_
S - See Exhibit A-1	-		USA	_	
10) Relationship Description (if the discloseable intere	est holder Is an i	ndirect own	ner, list path of ownership fr	om indirect owner to the applicant	9:
See Exhibit A-I					
Related FCC Regulated Businesses of Disc	losable Inter	est Hold	ers (repeat for each i	terest holder (dentifled)	
11a)		11b)		11c)	11d)
Name and address of all FCC Regulated Busine owned by Disclosable Interest Holder listed in #3	รุรตร ใบรด	Principal Business:		TIN:	Percent of Interest Held:
additional sheets, if necessary):	,				
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TeleCorp PCS, Inc.					
	PC	CS Sei	rvice	-	10.12%
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^{*} Information has not been provided by minority shareholder

Schedule A

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FCC Ownership Disclosure Information for the Wireless Telecommunications Services

/NO. 3561094939 P 6 3060 - 0799 See Instructions for public burden estimate

Schedule for Disclosable Interest Holders

			ordered interest (lorders)	Suffix
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			6577	
			3) Discloserble Interest Holder's TIN:	
P.			Unavailable*	
e Road,	Ste 8	00, Arlingtor	n, VA 22201	
			7) Percent of Interest Held in Applic	ant
L		See Exhibit A-1		
		9) Disclosable Interest H	older's Country of Citizenship:	
		USA		
ræst holder is an fi	ndirect own	ner, list path of ownership fi	rom indirect owner to the applicant):	
	Road, 6) Disclosable (refer to insti	Road, Ste 8 6) Disclosable interest Ho (refer to instructions for	De Road, Ste 800, Arlington 6) Disclosable interest Holder is a(n): () (refer to instructions for list of codes): L 9) Disclosable interest H	3) Disclosable Interest Holder's TIN: Unavailable* De Road, Ste 800, Arlington, VA 22201 6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): L See Exhibit A-1 9) Disclosable Interest Holder's Country of Citizenship:

lelated FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified) 11a) IIb) IIc) 114) Principal Business: Percent of Name and address of all FCC Regulated Businesses TIŃ: owned by Disclosable Interest Holder listed ill #3 (use Interest Held: additional sheds, if necessary): Triton Communications, L.L.C. Cellular service Unavailable* 32.2% Triton PCS Licensee Company, L. L.C. 19.8% PCS Service Unavailable+ TeleCorp PCS, Inc. PCS Service 13.49% I

[#] Information has not been provided by minority shareholder.

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FCC 602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 2060 - 0799 See instructions for public burden estimate

disclosable interest Holder information (complete			sciosable interest holders)	
Disclosable Interest Holder's First Name (If Individual);		LastName:		Suffix
2) Disclosable Interest Holder's Name (if entity):			Disclosable Interest Holder's	TIN:
Equity Linked Investor6 - II			 Unavailable+	
4) Disclosable Interest Holder's Address:				
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c/o TeleCorp 1010 N. Glebe Ro			,	
	dosable interest Ho er to instructions fo		7) Percent of Interest Held in A	pplicant:
D, R			See Exhibit A-1	
s) Disclosable Interest Holder's Type of Ownership (refer to Instructions for list):		9) Disclosable Interest H	older's Country of Citizenship:	
				(
s - See Exhibit A-l		USA		
0) Relationship Description (If the discloseable interest hold	er is an Indirect <i>o</i> wn	ner, list path of ownership f	rom indirect owner to the applicant):
See Exhibit A-l				
plated FCC Regulated Businesses of Disclosable	Interest Hald	ers (repeat for each in	nterest holder (dentified)	
11a)		11b)	11c) TIN:	_ 11d)
Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed #3 (use	Prin	ncipal Business:	IIN:	Percent of Interest Held:
additional sheets, if necessary):				
TeleCorp PCS, Inc.				
, T	PCS ser	rvice		13.49%
Priax Midwest Associates, L.P				
•	CATV se	ervice	Unavailable*	13.6%
			an anticopalisation of the second	
	-			
	1		1	

^{*} Information has not been provided by minority shareholder.

FCC 602 Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB 3060 - 0799 See Instructions for public burden estimate

1) Disclosable Interest Holder's First Name (If Indi	ividual):	MI:	LestName:		Suffix
_	__				_
2) Disclosable Interest Holder's Name (If entity):				3) Disclosable Interest Holder's	TIN:
J. H. Whitney & Co.				Unavailable*	
4) Disclosable Interest Holder's Address:				•	
c/o TeleCorp 1010 N. Gle	he Road	i Ste	800. Arlingt	on. VA 22201	
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclos	able Interest F	folder is a(n): () or list of codes):	7) Percent of Interest Held in A	pplicent:
D, R	L			See Exhibit A-1	
Disclosable Interest Holder's Type of Ownershi (refer to instructions for list):	ip	· · · · · · · · · · · · · · · · · · ·	9) Disclosable Interes	st Holder's Country of Citizenship:	
s - See Exhibit A-I			USA		
0) Relationship Description (If the discloseable int See Exhibit A-1	prest holder is	an indirect ov	vner, list path of ownersh	ip from indirect owner to the applican	b :
	! la la		1 - Lancat Can and		
elated FCC Regulated Businesses of Dis	BCIOSEDIE II	iterest non	11b)	n interest holder identified)	11d)
Namel and address of all FCC Regulated Bust owned Dy Disclosable Interest Holdelisted additional sheets, if necessary):		Pı	Incipal Business:	TIN:	Percent of Interest Held
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^{*} Information has not been provided by minority shareholder.

TeleCorp Holding Corp., Inc. F'C Corn 602

(Response To Items 7, 8, and 10 for all Interest Holders)

TeleCorp Holding Corp., Inc. ("THC") is a wholly-owned subsidiary of TeleCorp P CS, Inc. ("TPI"). As explained in a transfer of control application (File No. 50422-CW-TC-98), THC and TPI have different equity ownership due to the use of tracking stock issued by TPI that tracks the performance of THC. In addition, there are multiple classes of THC stock with different equity and voting rights. Taking into account the tracking stack and classes of equity, the 10% or greater ownership and voting interests of THC are as detailed below:

Interest Holder	Equity Ownership	Voting Percentage
Gerald T. Vento	9.54%	31.13%
Thomas H. Sullivan	5.81%	18.97%
CB Capital Investors, L.P.	18.32%	10.85%
Rohit Desai Associates (1)	17.93%	10.62%
Hoak Communications Partners (2)	13.45%	7.97%
J.H. Whitney & Co. (3)	11.21%	6.64%

Separate Schedule A forms to the FCC Form 602 have been attached for each listed entity.

Notes:

- Rohit Desai Associates interest is held through two related, but independent funds, Equity-Linked Investors-II and Private Equity Investors III, L.P.
- (2) Hoak Communications Partners' interest is held through two related, but independent funds. Hoak Communications Partners, L.P. and HCP Capital Fund, L.P.
- (3) J.H. Whitney & Co.'s interest is held through three related, but independent funds, Whitney Equity Partners, L.P., J.H. Whitney III, L.P., and Whitney Strategic Partners III, L.P.

TeleCorp Holding Corp., Inc. FCC Form 602

(RESPONSE TO ITEMS 11(a)-(d) for Mr. Vento)

Business Names (11a)	Principal Business (11b)	TIN (14c) Int. (11d)
TeleCorp PCS, Inc.	PCS Holding Company	See Note 1
TeleCorp Holding Corp, Inc.	Provision of PCS in its geographic markets,	See Note 2
TeleCorp PCS, L.L.C.	Provision of PCS in its geographic markets.	See Note 2
THC of Tampa, Inc.	Provision of PCS in the Tampa, FL BTA	See Note 1
TCH of Orlando, Inc.	Provision of PCS In the Orlando, FL BTA	See Note 1
THC of Houston. Inc.	Provision of PCS in the Houston TX BTA	See Note 1
THC of Melbourne, Inc.	Provision of PCS in the Melbourne. FL BTA	See Note 1
THC of San Diego, Inc.	Provision of PCS In the San Diego, CA BTA	See Note 1
TeleCorp WCS, Inc.	Provision of Wireless Communications Services In its licensed geographic regions	See Note 1
TeleCorp LMDS, Inc.	Provision of Local Multipoint Distribution Services in its licensed geographic regions,	See Note 1
ABC Wireless, L.L.C.	Provision of PCS in its geographic markets.	See Note 3
Viper Wireless, Inc.	Provision of PCS in ital geographic markets.	See Note 4
Indiana Acquisition, L.L.C.	Provision of PCS in its geographic markets.	See Note 5
Wireless Acquisition. LL,C.	Provision of PCS in its geographic markets.	See Note 5

Note: M. Messrs. Sullivan and Vento (sw Schedule A for Mr. Sullivan) have a direct voting interest of greater than 50.1%. Mr. Vento holds a direct equity interest comprising less than 10%.

Jointly, Messrs. Sullivan and Vento (see Schedule A for Mr. Sullivan) have an indivoting interest of greater than 50.1%. Mr. Vento holds a direct equity interest comprising to than 10%.

Note:3 Illivan and Mr. Vento each hold a 33.3% voting and equity interest.

MoteSullivan holds a 12.44% equity and 50% voting interest and Mr. Vento holds a 15.61% equity and 50% voting interest.

Note 5: Mr. Sullivan and Mr. Vento each hold a 50% equity and voting interest.

TeleCorp Holding Corp., Inc. FCC Form 602

EXHUBIT A-3 (RESPONSE TO ITEMS XI(a)-(d) for Mr. Sullivan)

Business Names (11a)	Principal Business (11b)	TIN (11c)	Int. (11d)
TeleCorp PCS, Inc.	PCS Holding Company	TRANSPIRE .	See Note 1
TeleCorp Holding Corp, Inc.	Provision of PCS in its geographic markets.	(54-13128 (1)	See Note 2
TeleCorp PCS, L.L.C.	Provision of PCS in its geographic markets.	200-1520870	See Note 2
THC of Tempa, Inc.	Provision of PCS in the Tempa, FL BTA	6.54 (8.500)2	See Note 1
TCH of Orlando, Inc.	Provision of PCS in the Orlando, FL BTA	SE-12/80 E	See Note 1
THC of Houston, Inc.	Provision of PCS in the Houston, TX BTA	31 2150	See Note 1
THC of Melbourne, Inc.	Provision of PCS in the Melbourne, FL BTA	SE ESTROLE	See Note 1
THC of San Diego, Inc.	Provision of PCS In the San Diego, CA BTA	5161881918	See Note 1
TeleCorp WCS, Inc.	Provision of Wireless Communications Services in its licensed geographic regions	STREET,	See Note 1
TeleCorp LMDS, Inc.	Provision of Local Multipoint Distribution Services in its licensed geographic regions.	61-157-12	See Note 1
ABC Wireless, L.L.C.	Provision of PCS in its geographic markets.	E4 19HOH IS	See Note 3
Viper Wireless, Inc.	Provision of PCS in its geographic markets.	06-15367	See Note 4
Indiana Acquisition, L.L.C.	Provision of PCS in its geographic markets.	06-14-170 12	See Note 5
Wireless Acquisition, L.L.C.	Provision of PCS in its geographic markets.	06-1052036	See Note 5

Woitetly, Messrs. Sullivan and Vento (see Schedule B for Mr. Vento) have a direct voting interest of greater than 50.1%. MrVentcholds a direct equity interest comprising less than 10%.

Name Ly, Messrs Sullivan and Vento (see: Schedule B for: Mr. Vento) have an indirect voting interest of greater than 50.1%. Mr. Vento holds a direct equity interest comprising less than 10%.

Mr.eSullivan and Mr. Vento each hold a 33.3% voting and equity interest.

NoteSullivan holds a 12.44% equity and 50% voting interest and Mr. Vento holds 15.61% equity and 50% voting interest.

Note Sullivan and Mt. Vento each hold holds a 50% equity and voting interest.